

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	:	
STUDENT FINANCE CORPORATION,	:	
Debtor,	:	
<hr/>		
CHARLES A. STANZIALE, JR.,	:	
CHAPTER 7 TRUSTEE OF STUDENT	:	
FINANCE CORPORATION,	:	
	:	
Plaintiff,	:	
	:	Civil Action No. 04-1551(JJF)
v.	:	
	:	
PEPPER HAMILTON LLP, et al.,	:	
	:	
Defendants.	:	
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**APPENDIX ACCOMPANYING BRIEF IN RESPONSE TO MOTION BY PLAINTIFF  
FOR A PROTECTIVE ORDER AND TO COMPEL DISCOVERY**

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*Counsel for defendants Pepper Hamilton LLP and W. Roderick Gagné*

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**Stanziale v. Pepper Hamilton LLP, et al., No. 04-1551 (D. Del.)**  
**Royal Indemnity Company v. Pepper Hamilton LLP, et al., No. 05-165 (D. Del.)**  
**Privilege Log of Pepper Hamilton LLP and Roderick Gagné in his capacity as a partner at Pepper (Feb. 17, 2006)**

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
1.	Memorandum	6/8/04	Andrew N. Yao	Robert L. Bast, Esq., W. Roderick Gagné, Esq.	Seeking advice of counsel re: bank loan	Attorney-Client
2.	Facsimile/ Draft Contract	4/18/04	Roderick Gagné	Andrew Yao	Draft assignment contract between Connecticut Realty Capital P'ship & Andrew N. Yao, with attorney notes and comments	Attorney-Client
3.	Memorandum	5/6/94	W.R. Gagné	One Summit Place P'ship	Providing legal advice re: real estate purchase agreement	Attorney-Client
4.	Letter	4/19/94	W. Roderick Gagné	Andrew N. Yao	Legal services for One Summit Place Partners	Attorney-Client
5.	Agenda and Meeting Notes	4/19/94	W. Roderick Gagné, Esq.	Andrew N. Yao	Legal advice re: purchase of real estate	Attorney-Client
6.	Facsimile	4/2/94	Andrew N. Yao	Roderick Gagné	Seeking advice of counsel re: Investment for One Summit Place Partners, L.P.	Attorney-Client
7.	Facsimile	4/1/94	Andrew N. Yao	W. Roderick Gagné, Esq.	Seeking advice of counsel re: Investment for One Summit Place Partners, L.P.	Attorney-Client
8.	Letter	3/21/96	W. Roderick Gagné	Andrew N. Yao	Legal advice for Educational Methods, Inc.	Attorney-Client
9.	Letter	11/21/95	Andrew N. Yao	Robert L. Bast, Esq. W. Roderick Gagné, Esq.	Conveying information re: Branford Hall	Attorney-Client
10.	E-mails	7/12/01- 7/17/01	Perry Turnbull	Roderick Gagné	Legal advice re: formation and officers for Student Placement Services, LLC	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
11.	E-mail	11/29/00	Andrew N. Yao	Roderick Gagné, Diane Messick	Seeking legal advice re: personal tax returns	Attorney-Client
12.	E-mail	11/29/00	Roderick Gagné	Andrew N. Yao	Legal advice re: personal tax returns	Attorney-Client
13.	E-mail	11/29/00	Andrew N. Yao	Roderick Gagné Diane Messick	Redaction: Seeking legal advice re: personal taxes	Attorney-Client
14.	E-mail	11/29/00	Roderick Gagné	Andrew Yao	Redactions: Legal advice re: personal taxes, SMS, ECM	Attorney-Client
15.	Notes	n.d.	Roderick Gagné		Notes re: meeting with Andrew Yao re: legal advice on SMC, SLS, ECM	Attorney-Client
16.	E-mail	8/5/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: private foundation	Attorney-Client
17.	E-mail	11/3/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: personal taxes	Attorney-Client
18.	E-mails (3)	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation and structure of SMS	Attorney-Client
19.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: creation and structure of SMS	Attorney-Client
20.	E-mail	8/9/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: personal financial information	Attorney-Client
21.	E-mail	8/5/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: private foundation	Attorney-Client
22.	Letter	12/3/99	Michael C. Leone (Pepper)	Andrew N. Yao cc: W. Roderick Gagné	Legal advice re: private foundation	Attorney-Client
23.	Letter	1/22/97	W. Roderick Gagné	Andrew N. Yao	Redaction: Legal advice re: personal transaction	Attorney-Client
24.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: estate planning	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
25.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: estate planning	Attorney-Client
26.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
27.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
28.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
29.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: creation of SMS	Attorney-Client
30.	Facsimile	3/17/00	Michele Shedrick (for Andrew Yao)	W. Roderick Gagné	Seeking legal advice on personal credit matter	Attorney-Client
31.	Memorandum	5/15/02	W. Roderick Gagné	Chub Wilcox	Overview of representation of SFC	Attorney Work Product
32.	Memorandum	4/18/02	W. Roderick Gagné	James L. Murray Laurence Z. Shiekman John E. Pooler cc: Alfred H. Wilcox	Overview of representation of SFC	Attorney Work Product
33.	Memorandum	5/15/02	W. Roderick Gagné	Chub Wilcox	Overview of representation of SFC	Attorney Work Product
34.	Letter	1/12/01	W. Roderick Gagné	James J. Byrne, Jr., Esq.	Seeking legal advice re: personal matter	Attorney-Client
35.	Letter	12/28/00	W. Roderick Gagné	Audrey & Larry Handler	Legal advice re: Andrew Yao family matters	Attorney-Client
36.	Letter	9/21/00	W. Roderick Gagné	Dennis Halterman	Legal advice re: Andrew Yao personal tax matters	Attorney-Client
37.	Letter	9/20/00	W. Roderick Gagné	Andrew N. Yao	Legal advice re: personal tax matters	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
38.	E-mail	12/19/03	Alfred Wilcox	Roderick Gagné	Discussion re: SFC files	Attorney Work Product
39.	E-mail	12/19/03	Alfred Wilcox	Roderick Gagné	Discussion re: SFC files	Attorney Work Product
40.	E-mail	10/28/99	Roderick Gagné	Andrew N. Yao	Legal advice re: ECM contracts	Attorney-Client
41.	E-mail	10/7/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
42.	E-mail	10/6/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
43.	E-mail	10/6/99	Roderick Gagné	Andrew N. Yao	Legal advice re: ECM transaction	Attorney-Client
44.	E-mail	10/6/99	Roderick Gagné	Andrew N. Yao	Legal advice re: ECM transaction	Attorney-Client
45.	E-mail	5/6/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
46.	E-mail	4/26/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
47.	E-mail	4/12/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
48.	E-mail	3/23/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
49.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
50.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
51.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
52.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: creation of SMS	Attorney-Client

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53.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: creation of SMS	Attorney-Client
54.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: estate planning	Attorney-Client
55.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: estate planning	Attorney-Client
6.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation and structure of SMS	Attorney-Client
57.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation and structure of SMS	Attorney-Client
58.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation and structure of SMS	Attorney-Client
59.	Facsimile	3/17/00	Michele Shedrick (for Andrew Yao)	W. Roderick Gagné	Seeking legal advice on personal credit matter	Attorney-Client
60.	Meeting Notes	2/23/00	Roderick Gagné		Legal advice re: SLS	Attorney-Client
61.	Meeting Notes	10/15/99	Roderick Gagné		Legal advice re: SLS	Attorney-Client
62.	E-mail	11/15/00	Roderick Gagné	Joan Agran	Legal advice re: Andrew Yao personal finances	Attorney-Client
3.	E-mail	11/15/00	Roderick Gagné	John Shire cc: Andrew N. Yao Diane Messick	Legal advice re: SMS, DCC	Attorney-Client
64.	E-mail	11/15/00	Diane Messick	Roderick Gagné John Shire cc: Andrew N. Yao	Legal advice re: SMS, DCC	Attorney-Client
65.	E-mail	11/14/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: personal tax matter	Attorney-Client
66.	E-mail	11/16/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: personal tax matter	Attorney-Client



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67.	E-mail	3/30/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation of new company	Attorney-Client
68.	Facsimile	5/15/00	Michele Shedrick (for Andrew Yao)	W. Roderick Gagné	Seeking legal advice re: incident with neighbor	Attorney-Client
69.	Calendars	5/03-12/05	Roderick Gagné		Redactions: Items related to non-SFC clients	Attorney-Client Attorney Work Product
70.	Letter	7/20/05	Jacqueline Vinar, Esq.	A.H. Wilcox, Esq.	Redaction: Discussion re: defense strategies	Attorney-Client Attorney Work Product
70.	Letter	4/23/04	David Marseille	Chub Wilcox, Esq.	Redactions: Discussions re: defense strategies	Attorney-Client Attorney Work Product
71.	Memorandum	3/27/02	Darcy L. Malcolm (Pepper)	Perry Turnbull Gary Hawthorne	Legal advice re: SLS, SMS	Attorney-Client
72.	Memorandum	2/20/02	Darcy L. Malcolm (Pepper)	Perry Turnbull Gary Hawthorne	Legal advice re: SLS, SMS	Attorney-Client
73.	Facsimile Cover	1/2/01	Darcy C. Lee (Pepper)	Perry Turnbull	Legal advice re: SMS	Attorney-Client
74.	Facsimile Cover	11/28/00	Darcy C. Lee (Pepper)	Perry Turnbull	Legal advice re: SMS	Attorney-Client
75.	Facsimile Cover	11/30/00	Darcy C. Lee (Pepper)	Rod Gagné	Seeking legal advice re: SMS	Attorney-Client
76.	Facsimile Cover	7/13/99	W. Roderick Gagné	Sandra Bloch	Legal advice re: Andrew Yao	Attorney-Client
77.	Letter	8/21/00	Darcy C. Lee (Pepper)	Frank Martinez cc: Gary Hawthorne	Legal advice re: SLS	Attorney-Client



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78.	Facsimile Cover	7/10/01	Darcy C. Lee (Pepper)	Rod Gagné	Seeking legal advice re: SMS	Attorney-Client
79.	Memorandum	1/2/02	Darcy L. Malcolm (Pepper)	Frank Martinez	Legal advice re: SLS	Attorney-Client
80.	Letter	4/25/00	Darcy C. Lee (Pepper)	Gary Hawthorne	Legal advice re: SLS	Attorney-Client
81.	Letter	5/5/00	Darcy C. Lee (Pepper)	Gary J. Hawthorne	Legal advice re: SLS	Attorney-Client
82.	Letter	1/14/02	W. Roderick Gagné	Lore N. Yao	Legal advice re: family trust	Attorney-Client
83.	Letter	2/11/02	W. Roderick Gagné	Lore Yao	Legal advice re: family trust	Attorney-Client
84.	Memorandum	2/13/02	Kathleen A. Stephenson	W. Roderick Gagné	Legal advice re: family trust	Attorney-Client
85.	Notes	n.d.	Pepper Hamilton	n.a.	Legal advice re: structure of ECM	Attorney-Client
86.	Letter	1/30/02	W. Roderick Gagné	Andrew N. Yao	Legal advice re: family trust	Attorney-Client
87.	Letter	7/23/01	W. Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
88.	Letter	9/21/00	W. Roderick Gagné	Dennis Halterman cc: Andrew Yao	Legal advice re: Andrew Yao personal taxes	Attorney-Client
89.	Letter	1/17/02	W. Roderick Gagné	Andrew N. Yao	Legal advice re: family trust	Attorney-Client
90.	Memorandum	7/19/01	W. Roderick Gagné	Joe D'Amore	Legal advice re: Andrew Yao family trust and estate planning	Attorney-Client
91.	Letter	7/3/97	W. Roderick Gagné	Andrew & Lore Yao	Legal advice re: family trust and estate planning	Attorney-Client
92.	Letter	7/23/01	Joseph D'Amore (Pepper)	Andrew & Lore Yao cc: Roderick Gagné	Legal advice re: estate planning	Attorney-Client

**Stanziale v. Pepper Hamilton LLP, et al., No. 04-1551 (D. Del.)**  
**Royal Indemnity Company v. Pepper Hamilton LLP, et al., No. 05-165 (D. Del.)**  
**Privilege Log of Pepper Hamilton LLP and Roderick Gagné in his capacity as a partner at Pepper (September 19, 2006)**

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
1. 014321.025-014321.026	Memorandum	6/8/04	Andrew N. Yao	Robert L. Bast, Esq., W. Roderick Gagné, Esq.	Seeking advice of counsel re: bank loan	Attorney-Client
2. 014321.033-014321.041	Facsimile/ Draft Contract	4/18/04	Roderick Gagné	Andrew Yao	Draft assignment contract between Connecticut Realty Capital P'ship & Andrew N. Yao, with attorney notes and comments	Attorney-Client
3. 014321.115	Memorandum	5/6/94	W.R. Gagné	One Summit Place P'ship	Providing legal advice re: real estate purchase agreement	PRODUCED
4. 014321.117-014321.119	Letter	4/19/94	W. Roderick Gagné	Andrew N. Yao	Legal services for One Summit Place Partners	PRODUCED
5. 014321.239-014321.240	Agenda and Meeting Notes	4/19/94	W. Roderick Gagné, Esq.	Andrew N. Yao	Legal advice re: purchase of real estate	PRODUCED
6. 014321.124-014321-129	Facsimile	4/2/94	Andrew N. Yao	Roderick Gagné	Seeking advice of counsel re: Investment for One Summit Place Partners, L.P.	PRODUCED
7. 014321.130-014321.135	Facsimile	4/1/94	Andrew N. Yao	W. Roderick Gagné, Esq.	Seeking advice of counsel re: Investment for One Summit Place Partners, L.P.	PRODUCED
8. 030145-030145.003	Letter	3/21/96	W. Roderick Gagné	Andrew N. Yao	Legal advice for Educational Methods, Inc.	Attorney-Client
9. 030152	Letter	11/21/95	Andrew N. Yao	Robert L. Bast, Esq. W. Roderick Gagné, Esq.	Conveying information re: Branford Hall	PRODUCED

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
10. 000609.001–000609.007	E-mails	7/12/01–7/17/01	Perry Turnbull	Roderick Gagné	Legal advice re: formation and officers for Student Placement Services, LLC	Attorney-Client
11. See 13						
12. See 14						
13. 033368.001	E-mail	11/29/00	Andrew N. Yao	Roderick Gagné Diane Messick	Redaction: Seeking legal advice re: personal taxes	Attorney-Client
14. 033368.002–033368.003	E-mail	11/29/00	Roderick Gagné	Andrew Yao	Redactions: Legal advice re: personal taxes, SMS, ECM	Attorney-Client
15. 033368.004–033368.005	Notes	n.d.	Roderick Gagné		Notes re: meeting with Andrew Yao re: legal advice on SMC, SLS, ECM	Attorney-Client
16. 034139.001	E-mail	8/5/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: private foundation	Attorney-Client
17. 052678	E-mail	11/3/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: personal taxes	Attorney-Client
18. 052690-052692	E-mails (3)	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation and structure of SMS	Attorney-Client
19. 052689	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: creation and structure of SMS	Attorney-Client
20. 052907	E-mail	8/9/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: personal financial information	Attorney-Client
21. 052908	E-mail	8/5/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: private foundation	Attorney-Client
22. 047134	Letter	12/3/99	Michael C. Leone (Pepper)	Andrew N. Yao cc: W. Roderick Gagné	Legal advice re: private foundation	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
23.	Letter	1/22/97	W. Roderick Gagné	Andrew N. Yao	Redaction: Legal advice re: personal transaction	Attorney-Client
24.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: estate planning	Attorney-Client
25.	E-mail	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: estate planning	Attorney-Client
26.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
27.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
28.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
29.	E-mail	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: creation of SMS	Attorney-Client
30.	Facsimile	3/17/00	Michele Shedrick (for Andrew Yao)	W. Roderick Gagné	Seeking legal advice on personal credit matter	Attorney-Client
31.	Memorandum	5/15/02	W. Roderick Gagné	Chub Wilcox	Overview of representation of SFC	Attorney Work Product
32.	Memorandum	4/18/02	W. Roderick Gagné	James L. Murray Laurence Z. Shiekman John E. Pooler cc: Alfred H. Wilcox	Overview of representation of SFC	Attorney Work Product
33.	Memorandum	5/15/02	W. Roderick Gagné	Chub Wilcox	Overview of representation of SFC	Attorney Work Product
34.	Letter	1/12/01	W. Roderick Gagné	James J. Byrne, Jr., Esq.	Seeking legal advice re: personal matter	Attorney-Client
35.	Letter	12/28/00	W. Roderick Gagné	Audrey & Larry Handler	Legal advice re: Andrew Yao family matters	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
36.	047386-047389	9/21/00	W. Roderick Gagné	Dennis Halterman	Legal advice re: Andrew Yao personal tax matters	Attorney-Client
37.	047393-047394	9/20/00	W. Roderick Gagné	Andrew N. Yao	Legal advice re: personal tax matters	Attorney-Client
38.	055414	12/19/03	Alfred Wilcox	Roderick Gagné	Discussion re: SFC files	Attorney Work Product
39.	055415	12/19/03	Alfred Wilcox	Roderick Gagné	Discussion re: SFC files	Attorney Work Product
40.	056036	10/28/99	Roderick Gagné	Andrew N. Yao	Legal advice re: ECM contracts	Attorney-Client
41.	056038	10/7/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
42.	056039	10/6/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
43.	056040	10/6/99	Roderick Gagné	Andrew N. Yao	Legal advice re: ECM transaction	Attorney-Client
44.	056041	10/6/99	Roderick Gagné	Andrew N. Yao	Legal advice re: ECM transaction	Attorney-Client
45.	056042	5/6/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction ( Document 056043 is a duplicate copy of this document.)	Attorney-Client
46.	056044	4/26/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
47.	056045	4/12/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
48.	056046	3/23/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: ECM transaction	Attorney-Client
49.	051670	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
50.	051671	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
51.	051672	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client
52.	051673	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: creation of SMS	Attorney-Client
53.	051674	10/24/00	Roderick Gagné	Andrew N. Yao	Legal advice re: creation of SMS	Attorney-Client
54.	051675	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: estate planning	Attorney-Client
55.	051676	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: estate planning	Attorney-Client
56.	051677	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation and structure of SMS	Attorney-Client
57.	051678	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation and structure of SMS	Attorney-Client
58.	051679	10/24/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation and structure of SMS	Attorney-Client
59.	051682-051683	3/17/00	Michele Shedrick (for Andrew Yao)	W. Roderick Gagné	Seeking legal advice on personal credit matter	Attorney-Client
60.	051928	2/23/00	Roderick Gagné		Legal advice re: SLS	Attorney-Client
61.	051933	10/15/99	Roderick Gagné		Legal advice re: SLS	Attorney-Client
62.	051940	11/15/00	Roderick Gagné	Joan Agran	Legal advice re: Andrew Yao personal finances	Attorney-Client
63.	051941	11/15/00	Roderick Gagné	John Shire cc: Andrew N. Yao Diane Messick	Legal advice re: SMS, DCC	Attorney-Client



<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
64. 051942	E-mail	11/15/00	Diane Messick	Roderick Gagné John Shire cc: Andrew N. Yao	Legal advice re: SMS, DCC	Attorney-Client
65. 051951	E-mail	11/14/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: personal tax matter	Attorney-Client
66. 051952	E-mail	11/16/99	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: personal tax matter	Attorney-Client
67. 052022.001	E-mail	3/30/00	Andrew N. Yao	Roderick Gagné	Seeking legal advice re: creation of new company	Attorney-Client
68. 052163-052166	Facsimile	5/15/00	Michele Shedrick (for Andrew Yao)	W. Roderick Gagné	Seeking legal advice re: incident with neighbor	Attorney-Client
69. 057845-057876	Calendars	5/03-12/05	Roderick Gagné		Redactions: Items related to non-SFC clients and attorney client communications	Attorney-Client Attorney Work Product
70. 057912-057913	Letter	7/20/05	Jacqueline Vinar, Esq.	A.H. Wilcox, Esq.	Redaction: Discussion re: defense strategies	Attorney-Client Attorney Work Product
71. 057939-057941	Letter	4/23/04	David Marseille	Chub Wilcox, Esq.	Redactions: Discussions re: defense strategies	Attorney-Client Attorney Work Product
72. 197851-197853	Memorandum	3/27/02	Darcy L. Malcolm (Pepper)	Perry Turnbull Gary Hawthorne	Legal advice re: SLS, SMS	Attorney-Client
73. 197854-197855	Memorandum	2/20/02	Darcy L. Malcolm (Pepper)	Perry Turnbull Gary Hawthorne	Legal advice re: SLS, SMS	Attorney-Client
74. 197883	Facsimile Cover	1/2/01	Darcy C. Lee (Pepper)	Perry Turnbull	Legal advice re: SMS	Attorney-Client



	<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
75.	197886	Facsimile Cover	11/28/00	Darcy C. Lee (Pepper)	Perry Turnbull	Legal advice re: SMS	Attorney-Client
76.	197889	Facsimile Cover	11/30/00	Darcy C. Lee (Pepper)	Rod Gagné	Seeking legal advice re: SMS	Attorney-Client
77.	197892	Facsimile Cover	7/13/99	W. Roderick Gagné	Sandra Bloch	Legal advice re: Andrew Yao	Attorney-Client
78.	197902-197903	Letter	8/21/00	Darcy C. Lee (Pepper)	Frank Martinez cc: Gary Hawthorne	Legal advice re: SLS	Attorney-Client
79.	197906	Facsimile Cover	7/10/01	Darcy C. Lee (Pepper)	Rod Gagné	Seeking legal advice re: SMS	Attorney-Client
80.	197909-197910	Memorandum	1/2/02	Darcy L. Malcolm (Pepper)	Frank Martinez	Legal advice re: SLS	Attorney-Client
81.	197911-197913	Letter	4/25/00	Darcy C. Lee (Pepper)	Gary Hawthorne	Legal advice re: SLS	Attorney-Client
82.	197916-197917	Letter	5/5/00	Darcy C. Lee (Pepper)	Gary J. Hawthorne	Legal advice re: SLS	Attorney-Client
83.	199058-199060	Letter	1/14/02	W. Roderick Gagné	Lore N. Yao	Legal advice re: family trust	Attorney-Client
84.	199061-199064	Letter	2/11/02	W. Roderick Gagné	Lore Yao	Legal advice re: family trust	Attorney-Client
85.	199065-199066	Memorandum	2/13/02	Kathleen A. Stephenson	W. Roderick Gagné	Legal advice re: family trust	Attorney-Client
86.	199067-199068	Notes	n.d.	Pepper Hamilton	n.a.	Legal advice re: structure of ECM	Attorney-Client
87.	199069-199071	Letter	1/30/02	W. Roderick Gagné	Andrew N. Yao	Legal advice re: family trust	Attorney-Client
88.	199072	Letter	7/23/01	W. Roderick Gagné	Andrew N. Yao	Legal advice re: estate planning	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
89.	199073-199075	9/21/00	W. Roderick Gagné	Dennis Halterman cc: Andrew Yao	Legal advice re: Andrew Yao personal taxes	Attorney-Client
90.	199076-199077	1/17/02	W. Roderick Gagné	Andrew N. Yao	Legal advice re: family trust	Attorney-Client
91.	199078	7/19/01	W. Roderick Gagné	Joe D'Amore	Legal advice re: Andrew Yao family trust and estate planning	Attorney-Client
92.	199079-199082	7/3/97	W. Roderick Gagné	Andrew & Lore Yao	Legal advice re: family trust and estate planning	Attorney-Client
93.	199083-199085	7/23/01	Joseph D'Amore (Pepper)	Andrew & Lore Yao cc: Roderick Gagné	Legal advice re: estate planning	Attorney-Client
94.	197234-197236	3/26/98	W. Roderick Gagné	Andrew N. Yao	Legal advice re: ECM LLC	Attorney-Client
95.	197260-197262	5/5/98	W. Roderick Gagné	Andrew N. Yao	Legal advice re: ECM	Attorney-Client
96.	197263-197264	5/14/98	W. Roderick Gagné	Andrew N. Yao	Legal advice re: ECM	Attorney-Client
97.	197269-197272	12/3/99	W. Roderick Gagné	Andrew N. Yao	Legal advice re: private foundation	Attorney-Client
98.	197283-197290	7/22/01	Sheilah Gibson	W. Roderick Gagné	Legal advice re: SMS	PRODUCED
99.	007218-007219	11/15/00	Diane Messick	Roderick Gagné John Shire cc: Andrew N. Yao	Legal advice re: SMS, DCC (This document is the same as 51942 with handwritten notes)	Attorney-Client
100.	034060	12/3/99	Michael C. Leone (Pepper)	Andrew N. Yao cc: W. Roderick Gagné	Legal advice re: private foundation	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
101.	047138-047140	5/12/00	Lore Yao Christine Whitehead Andrew Yao	W. Roderick Gagné	Seeking legal advice re: incident with neighbor	Attorney-Client
102.	199137-199141	8/10/05	Alfred Putnam	A.H. Wilcox	Redactions: settlement discussions	Attorney-Client (Common Interest)
103.	199142-199148	8/16/05	A. H. Wilcox	Alfred Putnam	Redactions: settlement discussions	Attorney-Client (Common Interest)
104.	199151-199152	8/25/05	A.H. Wilcox	Alfred Putnam	Redactions: legal advice	Attorney-Client (Common Interest)
105.	199176-199179	4/30/02	Grant Duncan	Alfred Wilcox Roderick Gagne	Redaction in original. See PEPPER 52576-52577	
106.	199185	8/23/05	Timothy Martin	A.H. Wilcox	Redactions: settlement discussions	Attorney-Client (Common Interest)
107.	199187-199190	8/18/05	Dave Marseille	Chub Wilcox	Settlement discussions	Attorney-Client (Common Interest)
108.	199191	8/11/05	Timothy Martin	A.H. Wilcox	Redactions: settlement discussions	Attorney-Client (Common Interest)

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
109.	199192-199195	6/28/05	A.H. Wilcox	Jacqueline Vinar	Settlement discussions	Attorney-Client (Common Interest)
110.	199196-199197	2/8/05	A.H. Wilcox	Kevin Walsh	Redactions: defense strategy/impressions	Attorney-Client (Common Interest)
111.	199203	1/3/05	Dave Marseille	A.H. Wilcox	Redactions: defense strategy	Attorney-Client (Common Interest)
112.	199204	12/13/04	Dave Marseille	A.H. Wilcox	Defense strategy	Attorney-Client (Common Interest)
113.	199219-199226	2/15/04	Stephen Harmelin	Alfred Wilcox	Confidential settlement discussions/analysis	N/A
114.	199227-199231	4/27/04	A.H. Wilcox	Daniela Lalor	Redactions: defense strategy/legal advice	Attorney-Client (Common Interest)
115.	199234-199237	9/1/05	A.H. Wilcox	Alfred Putnam	Redactions: legal advice	Attorney-Client (Common Interest)
116.	199244-199250	11/25/96	Franklin Holland	All Partners	Redactions: non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
117.	Memorandum	10/23/97	Franklin Holland	All Partners	Redactions: non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A
118.	Statement	10/18/02	Pepper Finance Committee	N/A	Redactions: non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A
119.	Motion	1/17/06	Bruce Kaplan	N/A	Redactions: settlement discussions	Attorney-Client (Common Interest)
120.	Affidavit	1/13/06	Sheila Glackin	N/A	Redactions: settlement discussions	Attorney-Client (Common Interest)
121.	Motion	2/2/06	Randy Paar	N/A	Redaction: defense strategy	Attorney-Client (Common Interest)
122.	Minutes	Various	N/A	N/A	Redactions: legal advice/non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	Attorney-Client
123.	Form	N/A	Various	Various	Redactions: non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
124. 199624-199625	Memorandum	4/14/02	James Lawlor	File	Redactions: non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A
125. 199626-199635	Form	N/A	Various	Various	Redactions: non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A
126. 199636-199638	Statement	4/3/01	N/A	N/A	Redactions: non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A
127. 199638-199652	Form	N/A	Various	Various	Redactions: non-responsive,./irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A
128. 199653-199654	Statement	1/3/01	N/A	N/A	Redactions: non-responsive/irrelevant/confidential information discussing non-SFC related matters and/or clients	N/A
129. 199655	Title Page	12/98	N/A	Redacted	Identity of non-SFC related target client redacted as non-responsive, irrelevant and confidential	N/A
130. 199982	Handwritten Notes	11/20/01	Janet Perry	N/A	Notes of conversation between Pepper's special counsel and W. Roderick Gagné in which Gagné requested legal advice relating to a missing signature on a certificate for a bond closing	Attorney-Client

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
131. 200396-202341	Various	Various	Various	Various	Documents in this range redacted to remove identities of non-SFC related target clients; non-responsive, irrelevant and confidential	N/A
132. 205687-205695	Draft Time Sheets	Various	W. Roderick Gagné	N/A	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
133. 205696-205702	Client List	2001	N/A	N/A	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
134. 205703-205707	Self Evaluation	11/17/97	Maria DeCarlo	N/A	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
135. 205708-205711	Memorandum	12/2/03	W. Roderick Gagné	Compensation Committee	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
136. 205712-205715	Memorandum	11/8/02	W. Roderick Gagné	Compensation Committee	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
137. 205716-205721	Draft Time Sheet	7/12/99	W. Roderick Gagné	N/A	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A



<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
138. 205722-205724	Memorandum	12/15/03	Richard Eckman; Cary Levinson	Executive Committee	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
139. 205725-205726	Letter	Undated	A.H. Wilcox	Kevin Walsh	See 199196-97	N/A
140. 205727-205729	Letter	2/8/05	A.H. Wilcox	Kevin Walsh	See 199196-97	N/A
141. 205730-205732	Memorandum	1/12/99	Roderick Gagné	John Pooler	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
142. 205733-205734	Memorandum	5/26/98	Roderick Gagné	Contributions Committee	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
143. 205735-205739	Letter	Undated	A.H. Wilcox	Daniela Lalor	See 199227-31	N/A
144. 205740-205745	Letter	4/27/04	A.H. Wilcox	Daniela Lalor	See 199227-31	N/A
145. 205746-205749	Memorandum	11/13/00	N/A	N/A	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
146. 205750-205753	Memorandum	6/7/99	Roderick Gagné	Lisa Kabnick	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A

<u>Bates Number</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient(s)</u>	<u>Description</u>	<u>Privilege Asserted</u>
147. 205754-205757	Memorandum	10/22/99	Associates Committee	Executive Committee	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
148. 205758-205760	Letter	12/6/01	Joseph D'Amore	IRS	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
149. 205761-205767	Memorandum	9/23/99	J. Bradley Boericke	Associates Committee	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
150. 205768	Transcribed Voicemail	9/10/99	N/A	N/A	Text referring to non-SFC related clients and/or issues redacted as non-responsive, irrelevant and confidential	N/A
151. 205769-205927	New Matter Reports	Various	N/A	N/A	Documents in this range redacted to remove identity of non-SFC related clients; non-responsive, irrelevant and confidential	N/A
152. 205928-205931	Memorandum	2/12/01	Janet Perry	Various Pepper attorneys	Memorandum from Pepper's special counsel to various partners regarding ethics screen between lawyers working on matters for Royal and lawyers working on matters for another non-SFC related client	Attorney-Client and Work Product
153. 205932-205953.064	File	2003	N/A	N/A	File relating to Pepper's representation of Wells Fargo	Attorney-Client

**McELROY, DEUTSCH, MULVANEY & CARPENTER, LLP**  
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MICHAEL S. WATERS  
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E-mail: mwaters@mdmc-law.com

August 31, 2006

**VIA E-MAIL AND FIRST CLASS MAIL**

Stephen J. Shapiro, Esq.  
Schnader Harrison Segal & Lewis LLP  
Suite 3600, 1600 Market Street  
Philadelphia, Pennsylvania 19103-7286

***Re: In Re: Student Finance Corporation  
Charles A. Stanziale, Jr., Chapter 7 Trustee of Student Finance Corporation  
vs. Pepper Hamilton LLP, et al.  
Civil Action Number: 04-1551 (JJF)***

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Dear Steve:

I understand from your letter of August 14, 2006 that all requested documents regarding Mr. Wilcox prior to April 12, 2004 as to which a privilege is asserted are on your June 31, 2006 privilege log. I write to request that you cure certain deficiencies in that log and produce certain documents as to which a claim of privilege is asserted.

First, because of Pepper and Gagné's multiple representations during this period, it is not always clear from your log who the client; that is, whether it is Yao, SLS, SCM, ECM, SMS, Bast, the Trusts, some other named entity, or some combination thereof. Accordingly, it is necessary that you identify separately as to each of the documents the name of the client or clients. Please advise us if Pepper billed SFC for the work involved in any of the documents you have withheld from production to SFC. In addition, I take it that on every entry on your list, the attorney is Pepper Hamilton, LLP. If that is incorrect as to any entry, please advise.

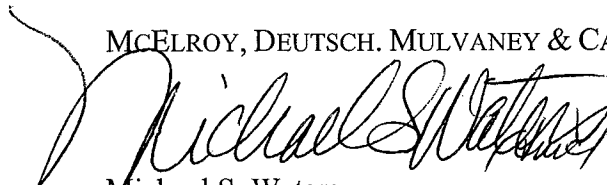
At the hearing before Judge Farnan, when the issue of privilege was addressed, you advised that, as the privilege belongs to the clients, you were trying to contact the clients to determine whether they wish to assert the privilege. I think it was expected that you would report back on the result of that inquiry. Accordingly, please advise us as to each entity other than SFC, the name of the person you contacted, when the contact was made and what the response was, as to each item on the log. If any of those communications were in writing, please provide us with a copy.

**McELROY, DEUTSCH, MULVANEY & CARPENTER, LLP**

Stephen J. Shapiro, Esq.  
August 31, 2006  
Page 2

To the extent your response indicates that Mr. Yao has asked you to refuse to produce a document on the grounds of privilege, we believe that certain of Pepper's representations give rise to what is sometimes called a fiduciary exception to the privilege. Where Pepper was doing work for Yao, who had a fiduciary obligation to SFC, or doing work with any of the other entities controlled by Yao in which SFC was a shareholder, we are entitled to see those documents on behalf of SFC. Please advise us as to whether you will produce the documents. Also, please explain your position on those documents listed on your privilege log that you have already produced, for example, number 32.

Very truly yours,

McELROY, DEUTSCH, MULVANEY & CARPENTER, LLP  
  
Michael S. Waters

MSW:dmc  
cc: John Grossbart, Esq. (Via E-Mail)

Schnader  
ATTORNEYS AT LAW

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September 18, 2006

Stephen J. Shapiro  
Direct Dial 215-751-2259  
E-mail: sshapiro@schnader.com

**VIA E-MAIL AND FIRST CLASS MAIL**

Michael S. Waters, Esquire  
McElroy, Deutsch, Mulvaney  
& Carpenter, LLP  
Three Gateway Center  
100 Mulberry Street  
Newark, New Jersey 07102

**RE: *Royal Indemn. Co. v. Pepper Hamilton LLP, et al.*, No. 05-165 (D. Del.)  
*Stanziale v. Pepper Hamilton LLP, et al.*, No. 04-1551 (D. Del.)**

Dear Mike:

I write in response to your letter of August 31, 2006 regarding Pepper's privilege log. Initially, we do not agree that the identity of the client is not clear for most of the communications listed on Pepper's privilege log. The description of the communication in most cases contains a reference to the particular client for whom the legal advice was sought or given. In the few cases in which the description does not expressly identify the client, it is clear from the description that the client was *not* SFC. If there are specific entries on the log that you believe require clarification, please let us know which ones they are.

As for the privilege waivers that we have sought, the vast majority of items listed on Pepper's privilege log relate to legal advice given to Andrew Yao on personal or non-SFC Yao-related business matters, particularly those involving DCC Aircraft ("DCC") or Electronic Cash Management ("ECM") entities. We have contacted Ed Goldsmith, counsel for Yao, to request a waiver of the attorney-client privilege for these communications but he has not provided such a waiver.

Most of the remaining attorney-client privileged communications listed on Pepper's privilege log relate to the SLS and SMS entities. Yao is the only officer listed for the SLS entities on corporate filings for these entities and, as noted, he has not consented to a waiver of the privilege for any communications involving personal matters or matters related to non-SFC entities. Perry Turnbull is listed as an officer of certain SMS entities, as well as Student Placement Services ("SPS"). We wrote to Mr. Turnbull on April 4, 2006, to request that he waive the privilege as to any communications involving these entities, but he did not respond to our request.

We also contacted Linda Richenderfer, Esq., formerly of Saul Ewing's Wilmington office, who was listed as counsel for SLS and SMS in the SFC bankruptcy

Schnader Harrison Segal & Lewis LLP  
NEW YORK PENNSYLVANIA CALIFORNIA WASHINGTON, DC NEW JERSEY DELAWARE

Schnader  
ATTORNEYS AT LAW

Michael S. Waters, Esquire  
September 18, 2006  
Page 2

proceedings to request a waiver of the privilege as to those entities. Ms. Richenderfer informed us that she no longer represented SLS and SMS, and therefore could not waive the privilege for those entities.

With regard to the so-called fiduciary exception, we do not believe that the exception (which has yet to be adopted by the Third Circuit) would apply here. To the extent the exception applies, it typically only requires the production of otherwise privileged communications between corporate counsel and an officer or director of a corporation when the production is sought in shareholder derivative litigation. Even in its most expansive variation, the exception would only require the production of such communications when sought by shareholders challenging the fiduciary acts of a corporate officer or director. As your client has already waived the privilege as to Pepper's legal representation of SFC, Pepper has not withheld any communications that might be subject to the broad version of the exception, *i.e.*, communications with Yao or other SFC officers or directors involving Pepper's legal representation of SFC. In short, because it is far from clear that the exception would apply in this situation, Pepper could not in good faith rely on the exception as a justification for producing otherwise privileged communications absent a waiver from its former clients.

I hope that this clarifies some of the issues with regard to Pepper's privilege log. I also want to reiterate, as we have stated in prior discussions of this issue, that we will gladly produce any of the communications regarding Andrew Yao and other non-SFC entities upon receiving the proper waiver from Pepper's former clients. But absent such waivers, we are obviously unable to produce these materials and will continue to withhold them.

Sincerely,



Stephen J. Shapiro  
For SCHNADER HARRISON SEGAL & LEWIS LLP

B-26

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

Civil Action No.: 04-1551(JJF)

---

In re: :  
STUDENT FINANCE :  
CORPORATION, :  
 :  
Debtor. :  
 :  
CHARLES A. STANZIALE, JR., :  
CHAPTER 7 TRUSTEE OF :  
STUDENT FINANCE :  
CORPORATION, :  
 :  
Plaintiff, :  
 :  
 :  
v. :  
 :  
PEPPER HAMILTON LLP, et al. :  
 :  
Defendants. :  
 :

---

**SECOND REQUEST FOR PRODUCTION OF DOCUMENTS OF CHARLES A.  
STANZIALE, JR., CHAPTER 7 TRUSTEE OF STUDENT FINANCE CORPORATION  
DIRECTED TO PEPPER HAMILTON LLP**

TO: Stephen J. Shapiro, Esq.  
Schnader Harrison Segal & Lewis LLP  
Suite 3600, 1600 Market Street  
Philadelphia, Pennsylvania 19103-7286

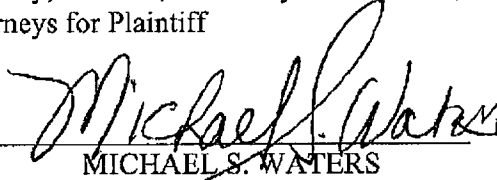
Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure, Charles A. Stanziale, Jr., Chapter 7 Trustee of Student Finance Corporation (the "Trustee"), hereby demands that Pepper Hamilton LLP produce the requested documents for inspection and copying at the offices of



McElroy, Deutsch, Mulvaney & Carpenter LLP, 3 Gateway Center, 100 Mulberry Street, Newark,  
New Jersey 07102, by June 6, 2006.

McElroy, Deutsch, Mulvaney & Carpenter, LLP  
Attorneys for Plaintiff

BY:

A handwritten signature in black ink, appearing to read "Michael S. Waters", is written over a horizontal line.

MICHAEL S. WATERS

A Member of the Firm

Dated: May 8, 2006

**DEFINITIONS**

1. "You" and "Your" means Pepper Hamilton LLP and/or W. Roderick Gagné.
2. "Pepper" shall mean Pepper Hamilton LLP and its current or former directors, officers, partners, members, employees, agents, representatives and attorneys, and each person acting on its behalf or under its control, and any parent, subsidiary, predecessor or affiliated corporation, that have possession of, custody of, control of, knowledge of, or responsibility for any document or information called for by these discovery requests.
3. "All" and "any" shall mean "any and all."
4. "And" and "or" are used interchangeably and must be interpreted both conjunctively and disjunctively to ensure the broadest disclosure of information, and shall not be interpreted to exclude any information otherwise within the scope of any request.
5. "Communicate" or "communication" shall mean oral, written or any other exchange of words, thoughts or ideas to another person or entity, whether person to person, in a group, in a meeting, by telephone, by, without limitation, letter, telex, electronic mail (e-mail or instant messaging), letter, note, memorandum, interoffice correspondence, voicemail, cable communicating data processor or facsimile or by any other process, electronic or otherwise. All written communications shall include, without limitation, printed, typed, handwritten or other readable documents as defined herein.
6. "Amended Complaint" shall mean the Amended Complaint filed by the Trustee, presently pending in the United States District Court for the District of Delaware, Case No. 04-1551 (JJF).

7. "Concern," "concerns," or "concerning" means to have to do with, relating to, referring to or evidencing.

8. "Defendants" or "Defendant" shall mean each defendant in the proceeding identified in the above caption in which you are named as a defendant. The term shall also include your principals, owners, officers, directors, partners, shareholders, stockholders, associates, affiliates, employees, subsidiaries, divisions, successors, and predecessors, and all persons or entities acting or purporting to act on its behalf, whether authorized to do so or not, that have possession of, custody of, control of, knowledge of, or responsibility for any information or document called for by these discovery requests.

9. "Document" or "documents" is used in its broadest sense and shall mean and include all written, printed, typed, recorded, or graphic data or matter of every kind and description, both originals and copies, and all attachments and appendices thereto. The terms "document" and "documents" shall include, without limitation, all agreements, contracts, communications, correspondence, letters, telegrams, telexes, messages, e-mail, memoranda, records, reports, books, summaries or other records of telephone conversations or interviews, summaries or other records of personal conversations, minutes or summaries or other records of meetings and conferences, summaries or other records of negotiations, diaries, diary entries, calendars, appointment books, visitor records, time records, instructions, work assignments, forecasts, statistical data, statistical statements, worksheets, work papers, drafts, graphs, maps, charts, tables, analytical records, consultants' reports, appraisals, notes, marginal notations, notebooks, statements, lists, recommendations, files, printouts, compilations, tabulations, confirmations, analyses, studies,

surveys, transcripts of hearings, transcripts of testimony, microfilm, microfiche, articles, speeches, tape or disk recordings, sound recordings, video recordings, film, tape, photographs, data compilations from which information can be obtained (including matter used in data processing) and any other printed, written, handwritten, typewritten, recorded, stenographic, computer-generated, computer-stored, or electronically stored matter, however and by whomever produced, prepared, reproduced, disseminated or made. All requests for documents herein shall include a request for all copies of the documents including all versions of any documents existing on Pepper or Gagné's document management system.

10. "Electronic data" shall mean all information maintained by electronic data processing systems, including, but not limited to, computer programs, programming notes, or instructions, input and/or output used or produced by any software program or utility, electronic spreadsheets, databases including all records and fields and structural information, charts, graphs, outlines, operating systems, source code of all types, programming languages, any and all information stored on computer memories, hard disks, floppy disks, CD-ROM drives, magnetic tape of all types, microfiche, computer chips, including but not limited to, EPROM, PROM, RAM, and ROM, or on or in any other vehicle for digital data storage and/or transmittal.

11. "Family Defendants" shall mean the following: Robert L. Bast; Pamela Bashore Gagné; W. Roderick Gagné, Trustee of Trust Under Deed of Elizabeth B. Brennan Dated January 12, 1994; W. Roderick Gagné, Trustee of Trust Under Deed Of Elizabeth B. Brennan Dated January 12, 1994, fbo W. Roderick Gagné; W. Roderick Gagné, Trustee of Trust Under Deed of Elizabeth B. Brennan Dated January 12, 1994, fbo Phillip B. Gagné; W. Roderick Gagné, Trustee of Trust

Under Deed of Elizabeth B. Brennan Dated January 12, 1994, fbo Elizabeth L. Gagné; W. Roderick Gagné, Trustee of Trust Under Deed of James T. Brennan Dated April 8, 1991, fbo W. Roderick Gagné; W. Roderick Gagné, Trustee of Trust Under Deed of James T. Brennan Dated April 8, 1991, fbo Phillip B. Gagné; and W. Roderick Gagné, Trustee of Trust Under Deed of James T. Brennan Dated April 8, 1991, fbo Elizabeth L. Gagné.

12. “Gagné” shall mean W. Roderick Gagné, including his agents, representatives, and all other persons or entities acting or purporting to act on his behalf, whether authorized to do so or not, including any consultants, brokers, or attorneys.

13. “Person” or “persons” as used herein shall include natural persons, firms, associations, corporations, partnerships, or other entities, and whenever a request is made herein for the name of a person, it is the intention that the answer shall also state his or its address.

14. The terms “related to” or “relating to” shall mean analyzing, addressing, concerning, consisting of, regarding, referring to, refuting, discussing, describing, evidencing, constituting, compromising, containing, setting forth, showing, disclosing, explaining, summarizing, memorializing, reflecting, commenting on, having to do with, relating to, or otherwise having any logical or factual connection with the subject matter of the document request. All the terms included in the definition of “related to” and any of their derivations are themselves used synonymously with “pertain to” when used in this request.

15. “Royal” shall mean Royal Indemnity Company, and its current or former directors, officers, employees, agents and attorneys, each person acting on its behalf or under its control, and any parent, subsidiary, predecessor or affiliated corporation.

16. “SFC” shall mean Student Finance Corporation, Student Marketing Services, LLC (“SMS”), Student Loan Servicing, LLC (“SLS”), SFC Financial I, LLC, SFC Financial II, LLC, SFC Acceptance I, SFC Acceptance II, SFC Acceptance III, SFC Acceptance IV, SFC Acceptance V, SFC Acceptance VI, SFC Acceptance VII, SFC Acceptance VIII, SFC Acceptance IX, SFC Grantor Trust, Series 2000-1, SFC Grantor Trust, Series 2000-2, SFC Grantor Trust, Series 2000-3, SFC Grantor Trust, Series 2000-4, SFC Grantor Trust, Series 2001-1, SFC Grantor Trust, Series 2001-2, SFC Grantor Trust, Series 2001-3, and SFC Owner Trust 2001A-1, and their principals, owners, officers, directors, partners, stockholders, shareholders, associates, employees, staff members, agents, representatives, attorneys, subsidiaries, affiliates, divisions, successors or predecessors.

17. “Yao” shall mean Andrew N. Yao, including his agents, representatives, assigns, and all other persons or entities acting or purporting to act on his behalf, whether authorized to do so or not, including any consultants, brokers, or attorneys.

### INSTRUCTIONS

When producing a requested document or file, indicate in an appropriate manner to which of these specific document requests the document or file applies. In the alternative, produce responsive documents as they are kept in the ordinary course of business.

With respect to any information and to each document called for by these requests that you contend is protected by any privilege, work product doctrine, or other exemption from discovery, provide a privilege log in accordance with Federal Rule of Civil Procedure 26(b)(5).

When a document contains both privileged and non-privileged material, the non-privileged material must be disclosed to the fullest extent possible without thereby disclosing the purportedly privileged material. If a privilege is asserted with regard to part of the material contained in a document, the party claiming the privilege must clearly indicate the portions as to which the privilege is claimed. When a document has been redacted or altered in any fashion, identify as to each document the reason for the redaction or alteration. Any redaction must be clearly visible on the redacted document.

To the extent that you believe that any of these requests are objectionable, produce all documents responsive to that portion of the request that are not objectionable to you, and separately state the portion of each request to which you object and the grounds for the objection.

Unless otherwise indicated, these requests call for the production of documents concerning the period of January 1, 1998, through the present.

The specificity of any request herein shall not be construed to limit the generality or scope of any other request herein.



The terms “and” and “or” shall be construed either disjunctively or conjunctively so as to bring within the scope of these requests all documents which might otherwise be construed to be outside their scope.

The singular form of any noun or pronoun includes the plural, and vice versa.

The masculine form of any noun or pronoun includes the feminine, and vice versa. The masculine or feminine form of any noun or pronoun includes the neuter and vice versa.

These requests are continuing and require further and prompt supplemental responses in accordance with Federal Rule of Civil Procedure 26(e) whenever you acquire or discover additional responsive information between the time the initial responses are made and the conclusion of the trial of this action.

**DOCUMENT REQUESTS**

1. Each and every document on which Pepper relies in asserting any affirmative defense to the Amended Complaint and each and every document which sets forth or refers to facts on which any affirmative defense to the Amended Complaint is based.
2. Documents sufficient to identify and establish the effect of the fees received from SFC on the compensation paid to Roderick Gagne by Pepper Hamilton.
3. Each and every document which sets forth, describes, relates or refers to any consideration, evaluation or reference to the business or fees received or anticipated to be received from SFC and Yao, at or about the time at which Roderick Gagne joined Pepper Hamilton.
4. All documents which show all or part of the results, including the results in electronic form, of all conflict searches run by Pepper Hamilton with respect to SFC and the Family Defendants.
5. Documents sufficient to establish the nature of each of Pepper Hamilton's engagements to perform services for Yao, Lore Yao, and the Family Defendants.
6. Each and every brochure, advertisement or other literature prepared or distributed by Pepper Hamilton or by anyone on its behalf which includes a description or reference to the business of SFC or the work that Pepper Hamilton did for SFC.
7. Each and every brochure, advertisement or other literature prepared or distributed by Pepper Hamilton or by anyone on its behalf, which includes a description of or reference to Pepper Hamilton's experience and capabilities regarding securitized financing.
8. The entire Attorneys' Manual for each year in which Roderick Gagne was an attorney at Pepper Hamilton.
9. The entire Employees' Manual for each year in which Maria DeCarlo was an employee at Pepper Hamilton.

10. All documents filed or submitted to the Court on behalf of Pepper Hamilton in the matter Executive Risk Indemnity, Inc. v. Pepper Hamilton LLP, et al., Index Number 05603624, redacted to eliminate any reference to settlement or settlement negotiations.

11. Each and every document in which anyone with management responsibility at Pepper Hamilton evaluated, reviewed or critiqued the work done by Pepper Hamilton attorneys for SFC.

12. Each and every document referring to or considering Pepper Hamilton's withdrawal or possible withdrawal from representation of SFC.

13. Each and every document evaluating or considering the possibility of a claim against Pepper Hamilton arising out of its representation of SFC, Yao, or the Family Defendants.

14. Each and every document submitted to any government agency or authority regarding Yao or Gagne.

15. All documents, including, without limitation, notes, minutes, memoranda and e-mails, prepared, sent or received by any member of Pepper Hamilton's Professional Responsibility Committee referring or relating to Gagne, SFC, Yao or the Family Defendants.

16. All documents, including, without limitation, notes, minutes, memoranda and e-mails, prepared, sent or received by any member of Pepper Hamilton's Finance Committee referring or relating to Gagne, SFC, Yao or the Family Defendants.

17. All documents, including, without limitation, notes, minutes, memoranda and e-mails, prepared, sent or received by any Pepper Hamilton committee or partner, performing the function of an executive or management committee or managing partner, referring or relating to Gagne, SFC, Yao or the Family Defendants.

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**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	:	
STUDENT FINANCE CORPORATION,	:	Chapter 7
	:	
Debtor.	:	Bankruptcy Case No.: 02-11620-JBR
_____	:	
CHARLES A. STANZIALE, JR.,	:	
CHAPTER 7 TRUSTEE OF STUDENT	:	
FINANCE CORPORATION,	:	
	:	Civil Action No.: 04-1551 (JJF)
Plaintiff,	:	
	:	
v.	:	
PEPPER HAMILTON LLP, et al.,	:	
	:	
Defendants.	:	

**NOTICE OF SERVICE**

PLEASE TAKE NOTICE that on May 8, 2006, Charles A. Stanziale, Jr., Chapter 7 Trustee of the Estate of Student Finance Corporation, by and through undersigned counsel, served via electronic mail and United States First Class mail copies of the **Second Request for Production of Documents of Charles A. Stanziale, Jr., Chapter 7 Trustee of the Estate of Student Finance Corporation Directed to Pepper Hamilton LLP** on the following:

Neil G. Epstein, Esquire  
Eckert Seamans Cherin & Mellot, LLC  
1515 Market Street, 9<sup>th</sup> Floor  
Philadelphia, PA 19102-1909

Veronica E. Rendon, Esquire  
Arnold & Porter LLP  
399 Park Avenue  
New York, NY 10022

Thomas H. L. Selby, Esquire  
Williams & Connolly, LLP  
725 12<sup>th</sup> Street NW  
Washington, DC 20005

Stephen J. Shapiro, Esquire  
Schnader Harrison Segal & Lewis LLP  
1600 Market Street, Suite 2600  
Philadelphia, PA 19103

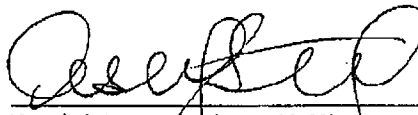
John H. Eickemeyer, Esquire  
Vedder Price Kaufman & Kammholz PC  
805 Third Avenue  
New York, New York 10022  
John I. Grossbart, Esquire  
Sonnenschein Nath & Rosenthal LLP  
Sears Tower, Suite 7800  
233 South Wacker Drive  
Chicago, IL 60606

Andre G. Castaybert, Esquire  
Proskauer Rose LLP  
1585 Broadway  
New York, NY 10036  
Lisa A. Macvittie, Esquire  
Sonnenschein Nath & Rosenthal LLP  
1301 K. Street, N.W.  
East Tower, Suite 600  
Washington, DC 20005-3364

John Bicks, Esquire  
Sonnenschein Nath & Rosenthal LLP  
1221 Avenue of the Americas  
New York, NY 10020-1089

Dated: May 9, 2006  
Wilmington, Delaware

THE BAYARD FIRM

  
Daniel K. Astin (No. 4068)  
Ashley B. Stitzer (No. 3891)  
222 Delaware Avenue, Suite 900  
Wilmington, Delaware 19899  
(302) 655-5000 (telephone)  
(302) 658-6395 (facsimile)

- and -

Michael S. Waters, Esquire  
Lois H. Goodman, Esquire  
McElroy, Deutsch, Mulvaney &  
Carpenter, LLP  
Three Gateway Center  
100 Mulberry Street  
Newark, New Jersey 07102-4079  
(973) 622-7711 (telephone)  
(973) 622-5314 (facsimile)

Attorneys for Plaintiff, Charles a. Stanziale,  
Jr., Chapter 7 Trustee for Student Finance  
Corporation

**Wilcox, Alfred**

---

**From:** Grant, M. Duncan  
**Sent:** Tuesday, April 30, 2002 6:17 PM  
**To:** Wilcox, Alfred; Gagne, Roderick  
**Subject:** RE: Nielsen v. SFC --- transfer of case to new counsel

REDACTED

-----Original Message-----

**From:** Perry Turnbull [mailto:Pturnbull@sfc corp.com]  
**Sent:** Tuesday, April 30, 2002 6:09 PM  
**To:** 'Grant, M. Duncan'  
**Subject:** RE: Nielsen v. SFC --- transfer of case to new counsel

Duncan,

Thank you. We will most likely send this to the Fox Rothchild group, but we are exploring alternatives.

Can you make any recommendations as to who might serve SFC as well as you did?

Not to be embarrass, but we would like to clone you.

Sincerely,  
Perry

-----Original Message-----

**From:** Grant, M. Duncan [mailto:GRANTM@pepperlaw.com]  
**Sent:** Tuesday, April 30, 2002 4:00 PM  
**To:** 'Perry Turnbull'  
**Subject:** Nielsen v. SFC --- transfer of case to new counsel

Dear Perry:

As you know, the Nielsen case has not been active for several months, almost all of Nielsen's claims have been resolved in SFC's and Andrew's favor, the court has ruled in favor of SFC on its counterclaim, and there are no deadlines facing SFC at the moment. In view of Pepper's withdrawal from SFC matters, I suggest that you contact Mike Maransky or others at the Fox Rothschild firm and request that they take over the representation from us. I have checked Fox Rothschild's web page, and it says they have two litigators in their Delaware office. In addition, if the Fox Rothschild firm wishes to do so, they could utilize lawyers from their other offices to work on the case.

If SFC would prefer to use Delaware counsel other than the Fox Rothschild firm, that is of course fine, too. Although there is no urgency at the moment, we would like to make the transfer within the next week or two. Once you have told us which new firm will be representing SFC, we can make the appropriate arrangements to transfer our pleadings file, etc.

Regards, Duncan

PEPPER 199176

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**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

STUDENT FINANCE CORPORATION,  
Debtor.

Civil Action No. 04-1551(JJF)

CHARLES A. STANZIALE, JR.,  
CHAPTER 7 TRUSTEE OF STUDENT  
FINANCE CORPORATION,

**Plaintiff,**

**V.**

PEPPER HAMILTON LLP, et al.,

**Defendants.**

**PEPPER HAMILTON LLP'S RESPONSES AND OBJECTIONS TO  
THE TRUSTEE'S SECOND REQUEST FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rule 34 of the Federal Rules of Civil Procedure, defendant Pepper Hamilton LLP (“Pepper”) objects and responds to the Second Request for Production of Documents of Charles A. Stanziale, Jr., Chapter 7 Trustee of Student Finance Corporation Directed to Pepper Hamilton LLP (the “Requests”) as follows:

## GENERAL OBJECTIONS

1. Pepper objects to the instructions and definitions in the Requests to the extent they seek to expand Pepper's obligations under the applicable Federal and Local Rules of Civil Procedure. Pepper will respond to the Requests pursuant to the Federal Rules of Civil

Procedure and Local Rules of Civil Procedure of the United States District Court for the District of Delaware.

2. Pepper objects to the Requests to the extent they call for the disclosure of attorney work product or of materials prepared in anticipation of litigation or for trial or disclosure of privileged communications between attorney and client.

3. Pepper objects to the Requests to the extent they call for the disclosure of confidential information.

4. Pepper objects to the Requests, including the instructions and definitions, to the extent they are overbroad, vague, ambiguous, confusing and misleading. Pepper will respond in accordance with accepted English usage.

5. Pepper objects to the Requests as overbroad, unduly burdensome, harassing, irrelevant and not reasonably calculated to lead to the discovery of admissible evidence to the extent that they request the production of documents that do not relate to SFC, the SFC Trusts, Yao, Branford Hall, CEC or Day Hill (as those person and entities are defined in the Trustee's first set of requests for the production of documents). Pepper only will produce documents that relate to SFC, the SFC Trusts, Yao, Branford Hall, CEC or Day Hill (as those person and entities are defined in the Trustee's first set of requests for the production of documents) and that are not subject to other objections.

6. Pepper objects to the Requests to the extent that responding would impose an undue burden on Pepper and/or to the extent that the information, materials or documents sought are equally available to the Trustee.



7. Pepper objects to the Requests to the extent they seek information, materials or documents that are not relevant to the claims or defenses of any party and not reasonably calculated to lead to the discovery of admissible evidence.

8. Pepper objects to the Requests to the extent they seek the production of documents in the possession of other persons or entities or the production or creation of documents not in the possession, custody or control of Pepper. Pepper will respond to each request only to the extent such documents are in the possession, custody or control of Pepper and are not otherwise publicly available.

9. Pepper objects to each request to the extent that it is unreasonably cumulative or duplicative.

10. Pepper reserves all objections that may be available to it at any hearing or trial or on any motion to the use or admissibility of any material produced. The production of any material does not constitute an admission by Pepper that such material or the information contained therein is relevant to this action or admissible in evidence.

11. Inadvertent production of any material subject to the attorney-client privilege, the work product doctrine, prepared in anticipation of litigation or for trial, or that is otherwise protected or immune from discovery shall not constitute a waiver of any privilege or of any other ground for objecting to discovery of such material, its subject matter or information contained therein or of Pepper's right to object to the use of such material during any later proceeding or otherwise seek return of the material.

12. The failure of Pepper to make a specific objection to a particular, individual request is not, and shall not be construed as, an admission of knowledge of the information or existence of the documents sought therein.

13. Pepper objects to the Trustee's definition of the term "You" and "Your" in the Trustee's Definition No. 1 to the extent the definition includes W. Roderick Gagné in any capacity other than in his capacity as an attorney practicing at Pepper. Pepper's responses to the Requests construe the terms "You," and "Your" to mean Pepper Hamilton LLP and W. Roderick Gagné in his capacity as an attorney practicing at Pepper Hamilton LLP.

14. Pepper objects to the Trustee's definition of the term "Pepper" in the Trustee's Definition No. 2 on the grounds that it is unduly burdensome, overbroad, not reasonably calculated to lead to the discovery of admissible evidence and calculated to harass insofar as it purports to cover persons or entities that are not parties to this action and/or did not have any role in transactions relating to SFC. Pepper's responses to the Requests construe the term "Pepper" to mean Pepper only, and such of its current and former partners, employees, representatives and agents with material personal knowledge about the areas of inquiry of these Requests.

15. Pepper objects to the Trustee's definition of the terms "Defendants" or "Defendant" in the Trustee's Definition No. 8 on the grounds that it is unduly burdensome, overbroad, not reasonably calculated to lead to the discovery of admissible evidence and calculated to harass insofar as it purports to cover persons or entities that are not parties to this action and/or did not have any role in transactions relating to SFC. Pepper's responses to the Requests construe the terms "Defendants" or "Defendant" to mean Pepper and Gagné only, and

such of their current and former partners, employees, representatives and agents with material personal knowledge about the areas of inquiry of these Requests.

16. Pepper objects to the Trustee's definition of the term "Document" or "documents" in the Trustee's Definition No. 9 on the grounds that it is unduly burdensome insofar as it purports to impose on the Pepper Defendants requirements beyond those provided for in the Federal Rules of Civil Procedure. Pepper construes the term "Document" to have the meaning provided for in Rule 34 of the Federal Rules of Civil Procedure.

17. Pepper objects to the Trustee's definition of the term "Electronic data" in the Trustee's Definition No. 10 on the grounds that it is unduly burdensome insofar as it purports to impose on Pepper requirements beyond those provided for in the Federal Rules of Civil Procedure.

18. Pepper objects to the Trustee's definition of the term "Gagné" in the Trustee's Definition No. 12 to the extent the definition includes W. Roderick Gagné in any capacity other than in his capacity as an attorney practicing at Pepper. Pepper's responses to the Requests construe the terms "You," and "Your" to mean Pepper Hamilton LLP and W. Roderick Gagné in his capacity as an attorney practicing at Pepper Hamilton LLP.

19. Pepper is responding to the Requests subject to and without waiving these general objections.

20. Any response stating that documents will be produced and/or made available for inspection to the extent they are in the possession, custody or control of Pepper does not constitute an admission that documents responsive to the request exist or ever existed.

**RESPONSES AND OBJECTIONS TO REQUESTS FOR PRODUCTION**

1. Each and every document on which Pepper relies in asserting any affirmative defense to the Amended Complaint and each and every document which sets forth or refers to facts on which any affirmative defense to the Amended Complaint is based.

**RESPONSE:**

Pepper specifically objects to this request on the grounds that it seeks the production of attorney work product. Subject to and without waiving the foregoing specific and general objections, to the extent responsive documents are or were in the possession, custody or control of the Pepper Defendants, those documents either already have been produced or will be produced and/or made available for inspection.

2. Documents sufficient to identify and establish the effect of the fees received from SFC on the compensation paid to Roderick Gagne by Pepper Hamilton.

**RESPONSE:**

No responsive documents exist.

3. Each and every document which sets forth, describes, relates or refers to any consideration, evaluation or reference to the business or fees received or anticipated to be received from SFC and Yao, at or about the time at which Roderick Gagne joined Pepper Hamilton.

**RESPONSE:**

No responsive documents exist.

4. All documents which show all or part of the results, including the results in electronic form, of all conflict searches run by Pepper Hamilton with respect to SFC and the Family Defendants.

**RESPONSE:**

No responsive documents exist.

5. Documents sufficient to establish the nature of each of Pepper Hamilton's engagements to perform services for Yao, Lore Yao, and the Family Defendants.

**RESPONSE:**

Pepper specifically objects to this request on the grounds that the phrase "establish the nature" is vague and ambiguous. Subject to and without waiving the foregoing specific and general objections, to the extent responsive documents are or were in the possession, custody or control of the Pepper Defendants, those documents either already have been produced or will be produced and/or made available for inspection.

6. Each and every brochure, advertisement or other literature prepared or distributed by Pepper Hamilton or by anyone on its behalf which includes a description or reference to the business of SFC or the work that Pepper Hamilton did for SFC.

**RESPONSE:**

Pepper specifically objects to this request on the grounds that it is overbroad, burdensome, calculated to harass, and requests the production of documents that are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the foregoing general and specific objections, to the extent responsive documents are in the possession, custody or control of Pepper, those documents will be produced and/or made available for inspection.

7. Each and every brochure, advertisement or other literature prepared or distributed by Pepper Hamilton or by anyone on its behalf, which includes a description of or reference to Pepper Hamilton's experience and capabilities regarding securitized financing.

**RESPONSE:**

Pepper specifically objects to this request on the grounds that it is overbroad, burdensome, calculated to harass, and requests the production of documents that are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the foregoing general and specific objections, to the extent responsive documents are in the possession, custody or control of Pepper, those documents will be produced and/or made available for inspection.

8. The entire Attorneys' Manual for each year in which Roderick Gagne was an attorney at Pepper Hamilton.

**RESPONSE:**

**Pepper specifically objects to this request on the grounds that it is overbroad, burdensome, calculated to harass, and requests the production of documents that are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.**

9. The entire Employees' Manual for each year in which Maria DeCarlo was an employee at Pepper Hamilton.

**RESPONSE:**

**Pepper specifically objects to this request on the grounds that it is overbroad, burdensome, calculated to harass, and requests the production of documents that are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.**

10. All documents filed or submitted to the Court on behalf of Pepper Hamilton in the matter Executive Risk Indemnity, Inc. v. Pepper Hamilton LLP, et al., Index Number 05603624, redacted to eliminate any reference to settlement or settlement negotiations.

**RESPONSE:**

**Pepper specifically objects to this request on the grounds that it is overbroad, burdensome, calculated to harass, and requests the production of documents that are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Pepper also specifically objects to this request on the grounds that it seeks the production of communications protected from disclosure by the attorney client privilege. Pepper also specifically objects to this request on the grounds that it seeks the production of confidential information and communications. Subject to and without waiving the foregoing general and specific objections, to the extent non-privileged, non-confidential responsive documents are in the possession, custody or control of Pepper, those documents will be produced and/or made available for inspection.**

11. Each and every document in which anyone with management responsibility at Pepper Hamilton evaluated, reviewed or critiqued the work done by Pepper Hamilton attorneys for SFC.

**RESPONSE:**

**Pepper specifically objects to this request on the grounds that it seeks the production of confidential information. Subject to and without waiving the foregoing general and specific objections, to the extent non-confidential responsive documents are or were in the possession, custody or control of Pepper, those documents either already have been produced or will be produced and/or made available for inspection.**

12. Each and every document referring to or considering Pepper Hamilton's withdrawal or possible withdrawal from representation of SFC.

**RESPONSE:**

**Pepper specifically objects to this request on the grounds that it seeks the production of privileged communications between attorney and client. Pepper also specifically objects to this request on the grounds that it seeks the production of confidential information and attorney work product. Pepper also specifically objects to this request on the grounds that it is duplicative of Request No. 32 in the Trustee's first set of document requests. Subject to and without waiving the foregoing general and specific objections, to the extent non-privileged, non-confidential responsive documents are or were in the possession, custody or control of Pepper, those documents either already have been produced or will be produced and/or made available for inspection.**

13. Each and every document evaluating or considering the possibility of a claim against Pepper Hamilton arising out of its representation of SFC, Yao, or the Family Defendants.

**RESPONSE:**

Pepper specifically objects to this request on the grounds that it seeks the production of privileged communications between attorney and client. Pepper also specifically objects to this request on the grounds that it seeks the production of confidential information and attorney work product. Subject to and without waiving the foregoing general and specific objections, to the extent non-privileged, non-confidential responsive documents are or were in the possession, custody or control of Pepper, those documents either already have been produced or will be produced and/or made available for inspection.

14. Each and every document submitted to any government agency or authority regarding Yao or Gagne.

**RESPONSE:**

Pepper specifically objects to this request on the grounds that it is overbroad. Pepper also specifically objects to this request on the grounds that it requests the production of documents that are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Pepper also specifically objects to this request on the grounds that it seeks the production of confidential information. Pepper also specifically objects to this request on the grounds that it seeks the production of documents that, if they exist, may be in the possession of persons or entities other than Pepper. Subject to and without waiving the foregoing general and specific objections, to the extent non-confidential documents that are relevant to this action or that reasonably could lead to the discovery of admissible evidence are or were in the possession, custody or control of Pepper, those documents either already have been produced or will be produced and/or made available for inspection.



15. All documents, including, without limitation, notes, minutes, memoranda and e-mails, prepared, sent or received by any member of Pepper Hamilton's Professional Responsibility Committee referring or relating to Gagne, SFC, Yao or the Family Defendants.

**RESPONSE:**

Pepper specifically objects to this request on the grounds that it seeks the production of privileged communications between attorney and client. Pepper also specifically objects to this request on the grounds that it seeks the production of confidential information and attorney work product. Pepper further objects that requiring it to log all communications between Pepper attorneys and Pepper's in-house counsel (who also is a member of Pepper Hamilton's Professional Responsibility Committee) that refer or relate to Gagné, SFC, Yao or the Family Defendants would impose an undue and unreasonable burden on Pepper and, therefore, Pepper will not provide a log of such privileged communications. Subject to and without waiving the foregoing general and specific objections, no responsive documents exist that were sent to a member of Pepper Hamilton's Professional Responsibility Committee in his or her capacity as a member of Pepper Hamilton's Professional Responsibility Committee.

16. All documents, including, without limitation, notes, minutes, memoranda and e-mails, prepared, sent or received by any member of Pepper Hamilton's Finance Committee referring or relating to Gagne, SFC, Yao or the Family Defendants.

**RESPONSE:**

Pepper specifically objects to this request on the grounds that it requests the production of documents that are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Pepper also specifically objects to this request on the grounds that it seeks the production of confidential information. Subject to and without waiving the foregoing general and specific objections, to the extent responsive documents are or were in the possession, custody or control of Pepper, those documents either already have been produced or will be produced and/or made available for inspection.

17. All documents, including, without limitation, notes, minutes, memoranda and e-mails, prepared, sent or received by any Pepper Hamilton committee or partner, performing the function of an executive or management committee or managing partner, referring or relating to Gagne, SFC, Yao or the Family Defendants.

**RESPONSE:**

**Pepper specifically objects to this request on the grounds that it is overbroad and requests the production of documents that are irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Pepper also specifically objects to this request on the grounds that it seeks the production of privileged communications between attorney and client. Pepper also specifically objects to this request on the grounds that it seeks the production of confidential information and attorney work product.**

Dated: June 7, 2006  
Wilmington, Delaware



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**CERTIFICATE OF SERVICE**

I, Daniel B. Butz, certify that I am not less than 18 years of age, and that service of the foregoing **Pepper Hamilton LLP's Responses And Objections To The Trustee's Second Request For Production Of Documents** was caused to be made on June 7, 2006, in the manner indicated upon the entities on the attached service list.

Date: June 7, 2006

  
\_\_\_\_\_  
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523713

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